UNITED STATES SECURITIES AND EXCHANGE COMMISSION 2 7 200

OMB APPROVAL OMB Number:

3235-0076

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April 30, 2008

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** NIFORM LIMITED OFFERING EXEMPTION

						01040.	_
Name of Offering (check if this is an an	nendment and name h	as changed, and indi-	ate change.)				_
USA SF Self Storage, DST					•		
Filing Under (Check box(es) that apply):	Rule 504	☐ Rule 505	⊠ Rule :	506	Section 4(6)	☐ ULOE	_
Type of Filing: New Filing 🛛	Amendment		_			_	
	A. BAS	SIC IDENTIFICATI	ON DATA				_
1. Enter the information requested about the	ne issuer				•		
Name of Issuer (check if this is an arr	endment and name hi	as changed, and indic	ate change.)				_
USA SF Self Storage, DST							
Address of Executive Offices	(Number and Street	t, City, State, Zip Coo	le)	Telephone l	Number (Including	g Area Code)	_
111 Corporate Drive, Suite 210, L	adera Ranch, CA 9	2694		(877)	872-1031		
Address of Principal Business Operations	(Number and Street	t, City, State, Zip Coo	le)	Telephone ?	Number (Including	g Area Code)	_
(if different from Executive Offices)					D	Da -	
					<u> </u>	KUCEOO	
Brief Description of Business						CE32	Fľ
The acquisition, management and	sale of undivided to	enant-in-common i	nterests in re	eal property.		A = .	-
						APR O C	
Type of Business Organization					_	2007	
corporation	_	ship, already formed		other(pl	ease specify): $oldsymbol{\mathcal{L}}$	***	
□ business trust □ business trust	☐ limited partner	ship, to be formed			<u> </u>	THOMSON	
	_	Month	Year		•	HINANCIAL	
Actual or Estimated Date of Incorporation	or Organization:	0 9 1	0 6	🛛 Actual	■ Estimate	d	
Jurisdiction of Incorporation or Organizati	on: (Enter two-letter	U.S. Postal Service a	bbreviation fo	or State:			
	CN for Canada:	FN for other foreign	jurisdiction)		DE		_

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. ☐ Beneficial Owner ■ Executive Officer Director ☐ General and/or Check Box(es) that Apply: ☑ Promoter Managing Partner Full Name (Last name first, if individual) U.S. Commercial, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 111 Corporate Drive, Suite 210, Ladera Ranch, California 92694 ☐ General and/or ■ Beneficial Owner ■ Executive Officer Director Check Box(es) that Apply: ☑ Promoter Managing Partner Full Name (Last name first, if individual) U.S. Advisor, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 105, Napa, CA 94558 ☐ Executive Officer ☐ Director General and/or ☐ Beneficial Owner □ Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Executive Officer ☐ Director □ Promoter ☐ Beneficial Owner Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Director ☐ General and/or ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Director General and/or ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Executive Officer Director General and/or □ Promoter Beneficial Owner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Managing Partner

Check Box(es) that Apply:

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Yes No 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?
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•••
© 100 000#
2. What is the minimum investment that will be accepted from any individual?
Yes No
3. Does the offering permit joint ownership of a single unit?
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.
Full Name (Last name first, if individual)
Salcedo, Joe
Business or Residence Address (Number and Street, City, State, Zip Code)
1776 Pleasant Plain Rd., Fairfield, IA 52556-8757
Name of Associated Broker or Dealer Cambridge Investment Research, Inc.
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers
(Check "All States" or check individual States)
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO
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[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]
Full Name (Last name first, if individual) Pash, Mark
Business or Residence Address (Number and Street, City, State, Zip Code)
5425 Balboa Blvd., Suite. 106, Encino, CA 91316
Name of Associated Broker or Dealer
NPB Financial Group, Inc.
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
[AL] [AK] [AZ] [AR] ([A] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]
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Full Name (Last name first, if individual) Goslin, Chris
Business or Residence Address (Number and Street, City, State, Zip Code)
1715 North Westshore Blvd., Ste. 753, Tampa, FL 33607
Name of Associated Broker or Dealer
GunnAllen Financial, Inc.
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)
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3. Does t	the offering	permit joir	ıt ownershij	p of a single	unit?	••••					Yes ⊠	No
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2. What is	s the minin	num invest	ment that w		ed from any	-					\$ 100,00	0*
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3. Does th	he offering	permit joi	nt ownershi	p of a single	unit?	•••••••		•••••		• • • • • • • • • • • • • • • • • • • •	\boxtimes	
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	Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		\boxtimes
Answer also in Appendix, Column 2, if filing under ULOE.		
2. What is the minimum investment that will be accepted from any individual?	100,000	*
	Yes	No
3. Does the offering permit joint ownership of a single unit?	\boxtimes	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Name (Last name first, if individual) Maund, Mark		
Business or Residence Address (Number and Street, City, State, Zip Code)		
1029 Greene St., Augusta, GA 30901		
Name of Associated Broker or Dealer Cambridge Investment Research, Inc.		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
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	MS]	[MO]
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Full Name (Last name first, if individual)		
Graham, Kenneth		
Business or Residence Address (Number and Street, City, State, Zip Code) 111 Anza Blvd., Ste. 330, Burlinghame, CA 94010		
Name of Associated Broker or Dealer	•	
Berthel, Fisher & Co. Financial Services, Inc.		
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Business or Residence Address (Number and Street, City, State, Zip Code)		· •····•
6020 Cornerstone Court West, #240, San Diego, CA 92121		
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Name Associated Potential Potenti													· ·
Answer also in Appendix, Column 2, If filling under ULOE.	l Has th	e icener col	d or does	the issuer in	tend to sell	to non-accre	dited invest	ors in this o	iffering?				
A. Briter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering, if a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. There are no states of securities are associated person or agent of a broker or dealer registered with the SEC and/or with a state or state, list the name of the broker or dealer. There are no state, as the name of the broker or dealer. There are no state, as the name of the broker or dealer from that live (2) persons to be listed are associated persons such a broker or dealer and broker or dealer and broker or dealer and broker or dealer dealer. You may set forth the information for that broker or dealer only. Publication Pu	i. itas ur	C 133001 3011	u, or uoes	133401 11								J	-
A. Briter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering, if a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. There are no states of securities are associated person or agent of a broker or dealer registered with the SEC and/or with a state or state, list the name of the broker or dealer. There are no state, as the name of the broker or dealer. There are no state, as the name of the broker or dealer from that live (2) persons to be listed are associated persons such a broker or dealer and broker or dealer and broker or dealer and broker or dealer dealer. You may set forth the information for that broker or dealer only. Publication Pu	2. What i	is the minin	num invest	ment that w	rill be accept	ed from any	individual?			• • • • • • • • • • • • • • • • • • • •	•••••	\$ 100,00	0*
A. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer, with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be bitsed are associated person or agent of a broker or dealer, with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be bitsed are associated person or set of the broker or dealer (5) persons to be bitsed are associated person or such a broker or dealer. If more than five (5) persons to be bitsed are associated person or such a broker or dealer. If more than five (5) persons to be bitsed are associated person or such a broker or dealer. If more than five (5) persons to be bitsed are associated person or such a broker or dealer only. Full Name (Last name first, if individual)					•	•						Yes	No
Early Commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the rifering. If a person to be listed is an associated persons of such a broker or dealer, (Fromore than (ive (5)) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Mather, Robert and Michael Business or Residence Address (Number and Street, City, State, Zip Code) 95559 Warner Ave., Stc. 209, Fountain Valley, CA 92692 Name of Associated Broker or Dealer Crown Capital Securities, L.P. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	3. Does t	the offering	permit joi	nt ownershi	p of a single	unit?	•••••						
Business or Residence Address (Number and Street, City, State, Zip Code) 9559 Warner Ave., Ste. 209, Fountain Valley, CA 92692 Name of Associated Broker or Dealer Crown Capital Securities, L.P. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States") or check individual States) All States	comm If a pe or stat	ission or sirerson to be lees, list the r	nilar remu isted is an name of the	neration for associated p broker or	solicitation person or age lealer. If mo	of purchaser ont of a broke re than five (s in connect er or dealer : 5) persons t	tion with sa registered v to be listed	les of secur vith the SE	ities in the Cand/or wi	offering. th a state		
Business or Residence Address (Number and Street, City, State, Zip Code) 9559 Warmer Avec, Ste. 209, Fountain Valley, CA 92692 Name of Associated Broker or Dealer Crown Capital Securities, L.P.		-				,							
Name of Associated Broker or Dealer Crown Capital Securities, L.P.					nd Street Ci	ty State 7in	Code)			•			
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IIL	-												
Full Name (Last name first, if individual) McCloskey, Greg											-		• •
Full Name (Last name first, if individual) McCloskey, Greg Business or Residence Address (Number and Street, City, State, Zip Code) 4695 Macarthur Court, Ste. 100, Newport Beach, CA 92660 Name of Associated Broker or Dealer Brookstreet Securities Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
Business or Residence Address (Number and Street, City, State, Zip Code) 4695 Macarthur Court, Ste. 100, Newport Beach, CA 92660 Name of Associated Broker or Dealer Brookstreet Securities Corp.					[1X]	[01]	[1]	[AA]	[WA]	[WV]	[WI]	[WI]	[rk]
Name of Associated Broker or Dealer Brookstreet Securities Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)				individual)						,			
Name of Associated Broker or Dealer													
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1 Hac the	icener enla	l ordoes t	he issuer in	tend to sell	to non-accre	dited invest	ore in this c	offering?			Yes	No ⊠
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2. What is	s the minim	um invest			ed from any	•					\$ 100,00	0*
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3. Does th	he offering	permit joi	nt ownershi	p of a single	unit?	••••		***************************************	***************************************		ĭ ≅	No □
commi If a per or state	ission or sir rson to be l es, list the r	nilar remu isted is an same of the	neration for associated p broker or o	solicitation person or age dealer. If mo	o has been or of purchaser ent of a broke re than five (for that broke	s in connect er or dealer (5) persons	tion with sa registered v to be listed	iles of secur with the SE	rities in the C and/or wi	offering. th a state		
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				Answer also	in Appendi:	x, Column 2	l, if filing u	nd e r ULOE	<u>.</u>			
2. What	is the minin	num invest	tment that w	ill be accept	ed from any	individual?		•••••		***************************************	\$ 100,00	0*
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3. Does	the offering	permit joi	nt ownershi	p of a single	unit?	•••••				••••••	\boxtimes	
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	ne (Last nan inger, Scot		ndividual)									
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1. Has ti	he issuer sol	d, or does	the issuer i	ntend to sell,	to non-accre	edited invest	ors in this	offering?			Yes	No ⊠
				Answer also	in Appendi	x, Column 2	2, if filing u	nder ULOE	3 .			
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Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?					•				·····				
## Answer also in Appendix, Column 2, if filling under ULOE. 2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information roquested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed are associated persons or sale rate associated persons or agent of a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer registered with the SEC and/or with a state or state, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. You may set from the information for that broker or dealer registered with the SEC and/or with a state or state, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. You may set from the information for that broker or dealer only. Capaldif, Matroc Basiness or Residence Address (Number and Street, City, State, Zip Code) 270 Bellevue Avenue, Stc. 371, Newport, Rt 02840 States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All States") [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [H1] [ID] [ID] [ID] [ID] [ID] [ID] [ID] [ID									cc : 0			Yes	No
2. What is the minimum investment that will be accepted from any individual? Yes No	1. Has the	e issuer sol	d, or does	the issuer ii							*************	Ц	EZ)
3. Does the offering permit joint ownership of a single unit?					Answer also	in Appendi	x, Column 2	, if filing u	nder ULOE				
3. Does the offering permit joint ownership of a single unit?	2. What i	s the minin	num inves	tment that v	vill be accept	ted from any	individual?					\$ 100,00	0*
4. Enter the information requested for cach person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registreed with the SEC and/or with a state or states, list the name of the broker or dealer. There than five (5) persons to be listed are associated persons or such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Capaldi, Marco Business or Residence Address (Number and Street, City, State, Zip Code) 270 Bellevue Avenue, Ste. 371, Newport, R1 02840 Name of Associated Broker or Dealer Investors Capital Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All State" or check individual States). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [IN] [NM] [NY] [NC] [ND] [OH] [OK] [NS] [PA] [MG] [SQ] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WV] [WV] [WV] [PR] Full Name (Last name first, if individual) Mowrer, Anthony Business or Residence Address (Number and Street, City, State, Zip Code) 3600 Peachtree Road NE, 11th Floor, Atlanta, GA 30305 Name of Associated Broker or Dealer JP. Turner & Company, L.L.C. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "NI] [M] [M] [M] [M] [M] [M] [M] [M] [M] [M												Vec	No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC end/or with a state or state, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. you may set forth the information for that broker or dealer ends or sealer only. Full Name (Last name first, if individual) Capaldi, Marco Business or Recidence Address (Number and Street, City, State, Zip Code) 270 Bellevute Avenue, Ste. 371, Newport, RI 02840 Name of Associated Broker or Dealer Investors Capital Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Cheek "All State" or check individual States). [AL] [AX] [AZ] [AR] [CA] [CO] [CT] [DB] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OK] [PA] [MD] [MD] [MD] [MD] [MD] [MD] [MD] [MD	3. Does ti	he offering	permit ioi	nt ownersh	p of a single	unit?			************	.,,			_
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Full Name (Last name first, if individual) Capaldi, Marco									are associa	ted persons	of such a		
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Full Name (Last name first, if individual) Bailey, Vicki L. Business or Residence Address (Number and Street, City, State, Zip Code) 200 S. College Street, 21st Floor, Charlotte, NC 28202 Name of Associated Broker or Dealer Uvest Financial Services Group, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	-												
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1. Has the	: issuer sole	d. or does	the issuer in	tend to sell.	to non-accre	dited invest	ors in this c	offering?			Yes □	No ⊠
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2. What is	s the minin	um invest			ed from any		. •				\$ 100,00	0*
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3. Does th	ne offering	perm it joi	nt ownershi	p of a single	unit?	***************************************		***************	***************************************		\boxtimes	
commi If a per or state	ssion or sir son to be l s, list the n	nilar remu isted is an same of the	neration for associated p broker or o	solicitation person or ago lealer. If mo	o has been or of purchaser ent of a broke re than five (for that broke	s in connect er or dealer 5) persons t	tion with sa registered v to be listed	iles of secur with the SE	rities in the C and/or wi	offering. th a state		
Full Name Quall	(Last nam	e first, if i	ndividual)	-	· ·						· · · ·	
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Name of A		Broker or	Dealer									
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1. Has th	e issuer sol	d, or does t	the issuer in	tend to sell,	to non-accre	dited invest	ors in this c	offering?	***		Yes	No ⊠
				Answer also	in Appendix	c, Column 2	, if filing u	nder ULOE			_	
2. What i	is the minin	num invest			ed from any						\$ 100,00	0*
3. Does t	he offering	permit joir	nt ownershi	p of a single	unit?	***************************************	*************	*************	*******************		Yes ⊠	No
comm If a pe or stat	ission or sir rson to be l es, list the r	milar remu isted is an name of the	neration for associated p broker or o	solicitation person or age lealer. If mo	o has been or of purchaser ent of a broke re than five (for that broke	s in connect or dealer (5) persons t	tion with sa registered v to be listed	iles of secur with the SE	ities in the Cand/or wi	offering. th a state		
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Name of	Associated Securitie	Broker or			<u> </u>				,			
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1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate Amount Already Sold Type of Security Offering Price Debt -0-\$ Equity Common ☐ Preferred \$ 11,349,877.10 \$ 11,349,877.10 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases Accredited Investors \$ 11,349,877.10 Non-accredited Investors -0-Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 Regulation A..... --Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees..... **⊠** \$-0-Printing and Engraving Costs..... \$ -0- \boxtimes \$ 362,981.67 Legal Fees..... Accounting Fees **S** -0-Engineering Fees \boxtimes **S** -0-Sales Commission (specify finders' fees separately)..... \$ 846,580 Other Expenses (identify) \boxtimes S -0-Total \$ 1,209,561.67

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSES AND USE	OF	PROCEEDS	
b.	and total expenses furnished in response	ate offering price given in response to Part C – Quese to Part C – Question 4.a. This difference is the "adj	uste	d	\$ 10,884,438.33
5.	each of the purposes shown. If the amount check the box to the left of the estimate.	ed proceeds to the issuer used or proposed to be used int for any purpose is not known, furnish an estimate. The total of the payments listed must equal the adjurtesponse to Part C – Question 4.b above.	ano	l	
				Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		\boxtimes	\$0	⊠ <u>\$0</u>
	Purchase of real estate		\boxtimes	\$0	\$ 8,750,000
	Purchase, rental or leasing and insta	Illation of machinery and equipment	Ø	<u>\$ 0</u>	3 0
	Construction or leasing of plant bui	ldings and facilities	\boxtimes	\$0	⊠ <u>\$0</u>
	offering that may be used in exchar pursuant to a merger)	cluding the value of securities involved in this age for the assets or securities of another issuer	X X	\$0	 ∑ \$0 ∑ \$0 ∑ \$59,908.33 ∑ \$2,074,530
	Column Totals		Ø	\$0	≤ \$ 10,884,
	Total Payments Listed (column total	als added)	ı	⊠ <u>s</u>	10,884,438.33
		D. FEDERAL SIGNATURE			
fol	lowing signature constitutes an undertaking	signed by the undersigned duly authorized person. In the issuer to furnish to the U.S. Securities and it by the issuer to any non-accredited investor pursua	Exc	hange Commiss	ion, upon written
Iss	uer (Print or Type)	Signature		Date	
US	A SF Self Storage, DST	LINX			
Na	me of Signer (Print or Type)	Title of Signer (Print of Type)	_		T 0 100
	Michael Schwartz	President, U Commercial, LLC, as the Signato	ory T	rustee of USA S	F Self Storage,

ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? See Appendix, Column 5, for state response. 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law. 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. Issuer (Print or Type) Signature Date Date					
_ * .* .* .		•	fication provisions	Ycs	
•	See Appendix	, Column 5, for state res	sponse.		
			any state in which this notice	ce is filed, a not	tice on
•	ertakes to furnish to	the state administrators	, upon written request, info	rmation furnish	ed by the
Limited Offering Exemption (ULO	E) of the state in which	ch this notice is filed an	d understands that the issuer		
	d knows the content	s to be true and has dul	y caused this notice to be si	gned on its bel	alf by the
Issuer (Print or Type)	Signature	T/IX	Date		
USA SF Self Storage, DST					•
Name of Signer (Print or Type)	Title of Signe	Tant or Type)			
H. Michael Schwartz	President, U.	S. Commercial, LLC, as	the Signatory Trustee of US	SA SF Self Stor	rage, DST

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

. 1	2		3			4		5	i
-	Intend to non-ac investors (Part B-	to sell ccredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
				Number of Accredited		Number of Non-Accredited		(Part E-	
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK							·		
AZ		Ø	Beneficial interests in the Delaware statutory trust - \$12,094,000	2	\$250,000	0	N/A		⊠
AR									
CA		⊠	Beneficial interests in the Delaware statutory trust - \$12,094,000	21	\$6,495,499.61	0	N/A		⊠
со		⊠	Beneficial interests in the Delaware statutory trust - \$12,094,000	1	\$120,940	0	N/A	a a	Ø
СТ									
DE									
DC									0
FL		Ø	Beneficial interests in the Delaware statutory trust - \$12,094,000	1	\$63,722.78	0	N/A		⊠
GA		Ø	Beneficial interests in the Delaware statutory trust - \$12,094,000	2	\$327,000	0	N/A		⊠
HI									
ID	0								
IL		Ø	Beneficial interests in the Delaware statutory trust - \$12,094,000	2	\$185,164.73	0	N/A	0	Ø
IN									
IA									0
KS									
KY									
LA									
ME									

APPENDIX

1	. 2	!	3			4		5 Discusti	1	
!	Intend to non-ac investors (Part B-	ccredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
MD		Ø	Beneficial interests in the Delaware statutory trust - \$12,094,000	2	\$407,055.38	0	N/A		⊠	
MA									-	
МІ										
MN										
MS		×	Beneficial interests in the Delaware statutory trust - \$12,094,000	1	\$420,000	0	N/A		⊠	
МО		⊠	Beneficial interests in the Delaware statutory trust - \$12,094,000	2	\$321,970.88	0	N/A		X	
МТ										
NE									0	
NV										
NH										
NJ										
NM										
NY		Ø	Beneficial interests in the Delaware statutory trust - \$12,094,000	2	\$1,421,907.08	0	N/A		Ø	
NC										
ND		⊠	Beneficial interests in the Delaware statutory trust - \$12,094,000	2	\$433,942.77	0	N/A		⊠	
ОН		Ø	Beneficial interests in the Delaware statutory trust - \$12,094,000	2	\$133,353.89	0	N/A		⊠	
ок		0								
OR										
PA		Ø	Beneficial interests in the Delaware statutory trust - \$12 094 000	1	\$100,000	0	N/A		⊠	

		·			APPENDIX				
1	Intend to non-ac investors (Part B-	to sell ccredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Number of	5 Disquali under Sta (if yes, explana waiver g (Part E-	fication te ULOE attach ation of granted)			
State	Yes	No		Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
RI		×	Beneficial interests in the Delaware statutory trust - \$12,094,000	1	\$382,929.98	0	N/A		☒
SC		×	Beneficial interests in the Delaware statutory trust - \$12,094,000	1	\$186,390	0	N/A	٥	⊠
SD									
TN									
TX									
UT		⊠	Beneficial interests in the Delaware statutory trust - \$12,094,000		\$100,000	0	N/A		⊠
VT									
VA									
WA									
wv									
WI									
WY									
PR									

